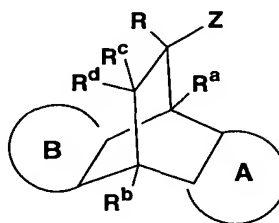


WHAT IS CLAIMED IS:

1. A compound having below structure:



5

including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f,
 15 CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NHR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j,
 20 CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken
 25 together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered

heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d may optionally be taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

Z is CONR^1R^2 or $\text{CH}_2\text{NR}^1\text{R}^2$ wherein R^1 and R^2 are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl,

monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;


the A ring represents a saturated, partially saturated or unsaturated 6-membered carbocyclic or heterocyclic ring; and

- 5 the B ring represents a saturated, partially saturated or unsaturated 6-membered carbocyclic or heterocyclic ring;


With the following provisos:

- I. provided that where Z is CONR^1R^2 and (a) R is CH_3 or H and R^a , R^b , R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is
10 alkyl, then

- (1) at least one of R^1 and R^2 is heteroaryl, heteroarylalkyl, cycloheteroalkyl

or cycloheteroalkylalkyl, but where the heteroaryl is unsubstituted  or

unsubstituted  or the heteroarylalkyl is unsubstituted $-\text{CH}_2-$  or

unsubstituted $-\text{CH}_2-\text{CH}_2-$ , then the other of R^1 and R^2 is other than hydrogen,

- 15 and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom; or

- (2) where one of R^1 and R^2 is phenyl which is substituted with alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more
20 halo atoms, and/or two or more hydroxy groups and/or (b) the other of R^1 and R^2 is other than hydrogen and/or (c) the A ring includes a hetero atom and/or the B ring includes a hetero atom;

- (3) where one of R^1 and R^2 is phenyl substituted with C_1 - C_2 alkoxy, the phenyl cannot be substituted with a second C_1 - C_2 alkoxy or the other of R^1 and R^2 is
25 other than hydrogen; or

(4) where at least one of R^1 and R^2 is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is other than hydrogen, unsubstituted alkyl, alkenyl,

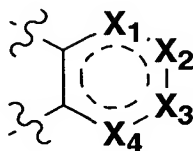
cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen and/or (c) R is other than hydrogen or C_1 - C_2 alkyl and/or (d) the A ring includes a hetero atom

5 and/or the B ring includes a hetero atom; and

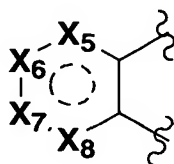
II. provided that where Z is $CH_2NR^1R^2$ and/or where at least one of R^1 and R^2 is hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, heteroaryl which is pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or
 10 imidazolyl, or cycloheteroalkyl which is 4,5-dihydro-imidazol-2-yl, piperidinyl or piperazinyl, then (a) the other of R^1 and R^2 is other than hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, or hydroxyalkyl, and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen or C_{1-2} alkyl, and/or (c) R is other than
 15 hydrogen or C_1 - C_2 alkyl and/or (d) the A ring includes a hetero atom and/or the B ring includes a hetero atom, and/or (e) one of R^c and R^d is other than hydroxyalkyl.

2. The compound as defined in Claim 1 wherein the A ring has the structure

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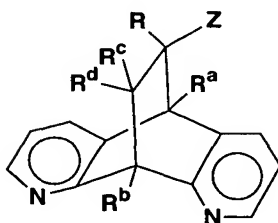
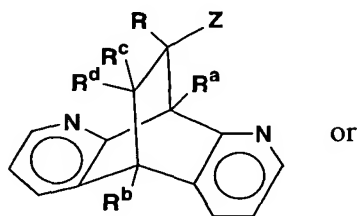
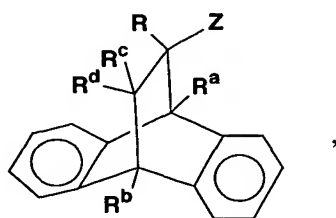
and the B ring has the structure



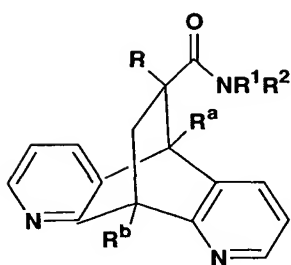
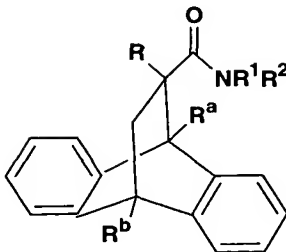
25

wherein X_1 , X_2 , X_3 and X_4 , are the same or different and are independently selected from CH, CH₂, CHR¹⁵, CR¹⁶, CR¹⁶R¹⁷, N, NH, NR¹⁸, O or S, and X_5 , X_6 , X_7 and X_8 are the same or different and are independently selected from CH, CH₂, CHR¹⁹, CR²⁰, CR²⁰R²¹, N, NH, NR²², O or S, wherein R¹⁵, R¹⁶, R¹⁷, R¹⁸, R¹⁹, R²⁰, R²¹ and R²² are the same or different and are independently selected from hydrogen, alkyl, aryl, cycloalkyl, heteroaryl, and cycloheteroalkyl, wherein each of said A ring and said B ring contains at most two nitrogen ring atoms, at most two oxygen ring atom and at most one sulfur ring atom.

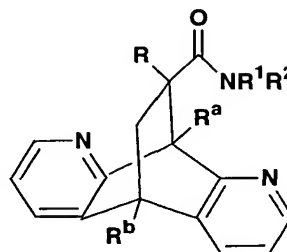
10 3. The compound as defined in Claim 1 having the structure



4. The compound as defined in Claim 1 having the structure



or



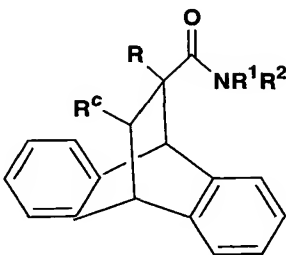
5

where R is H or alkyl;

R^a is selected from H, CN, NO₂, NH₂, CHO, CO₂ alkyl, CONR^eR^f or CH₂NR^gR^h; and

10 R^b is selected from H, CN, NO₂, NH₂, CHO, CO₂ alkyl, CONRⁱR^j or CH₂NR^kR^l.

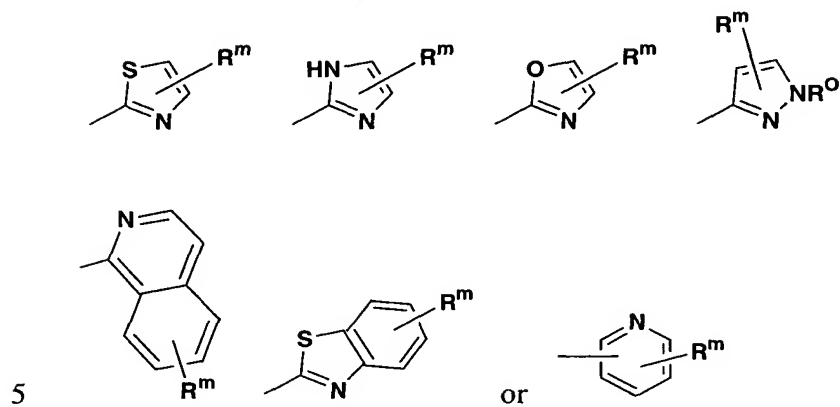
5. The compound as defined in Claim 1 having the structure



15

where R is H, CH₃ or C₂H₅ and R^c is H or OH,
and one of R¹ and R² is heteroaryl.

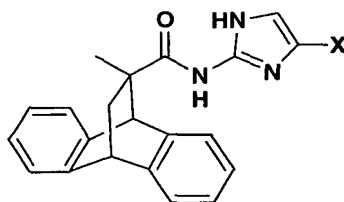
6. The compound as defined in Claim 5 wherein one of R^1 and R^2 is



where R^m is selected from H, alkyl, aryl, heteroaryl, halo, or alkoxy and R^O is H or alkyl.

10 7. A compound having the structure

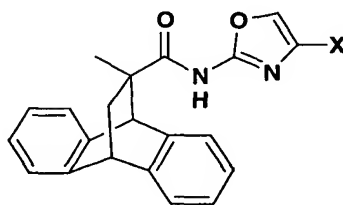
A.



where X is aryl or alkyl;

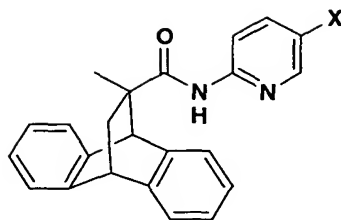
15

or B.



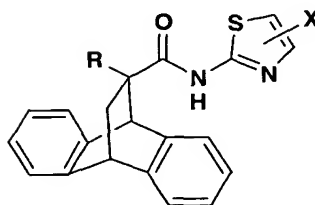
where X is aryl;

or C.



where X is aryl;

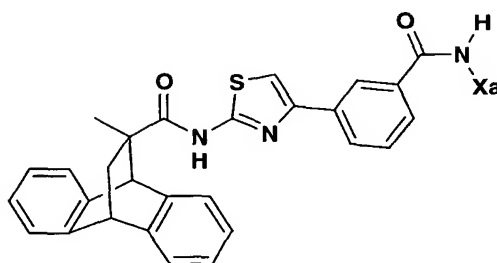
or D.



5

where X is aryl, alkyl, heteroaryl or halo and R is alkyl;

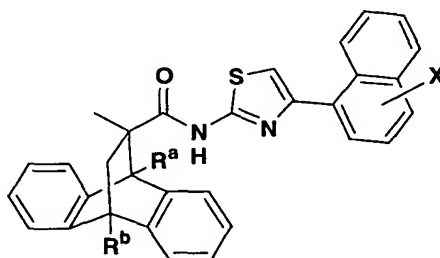
or E.



10

where X_a is aryl, heteroaryl or heteroarylalkyl,

or F.

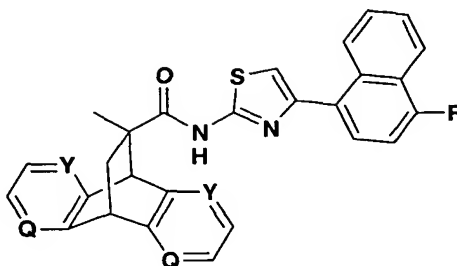


15 where R^a is alkoxycarbonyl (CO₂ alkyl), nitro, cyano, or hydrogen;

R^b is hydrogen, CO_2 alkyl, nitro, cyano, formyl, cycloheteroalkylcarbonyl, alkylaminoalkyl or amino,

X is hydrogen, alkyl or halo;

or G.

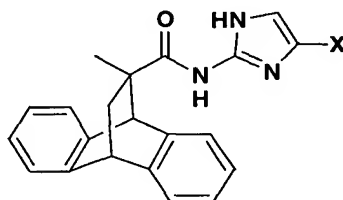


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Q=N, Y=CH or Q=CH, Y=N

8. The compound as defined in Claim 7 having the structure

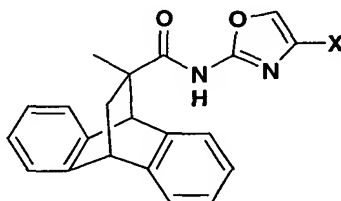
A.



10

where X is 1-naphthyl, 1-(4-methyl)naphthyl, 1-(4-fluoro)naphthyl, 1-(6-methoxy)naphthyl, phenyl, t-butyl,

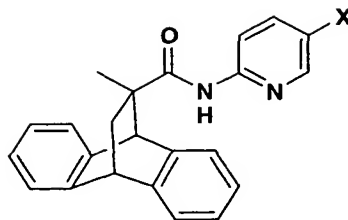
or B.



15

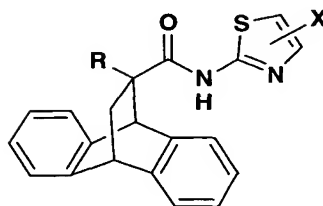
where X is 1-naphthyl

or C.



where X = 1-naphthyl

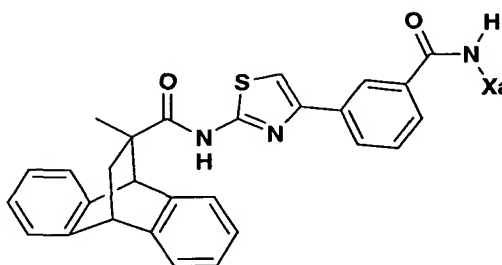
or D.



5

where R is CH₃ or C₂H₅ and X is phenyl, t-butyl, 1-naphthyl, 1-(4-fluoro)naphthyl, benzthiophen-3-yl, 1-(4-methyl)naphthyl, 1-(2-methoxy)naphthyl, 1-(6-methoxy)naphthyl, 3-fluorophenyl, 4-fluorophenyl, 3-methylphenyl, 2-chlorophenyl, 10 1-(4-methoxy)naphthyl, 1-(4-bromo)naphthyl, 1-(4-iodo)naphthyl, 5-anthracenyl, 1-anthracenyl, 4-quinolin-1-yl, 2-quinolin-1-yl, 1-(4-cyano)naphthyl, 5-iodo, 4-benzthiophenyl, 1-(2-hydroxy)naphthyl, 1-(6-hydroxy)naphthyl, 1-(4-hydroxy)naphthyl

or E.

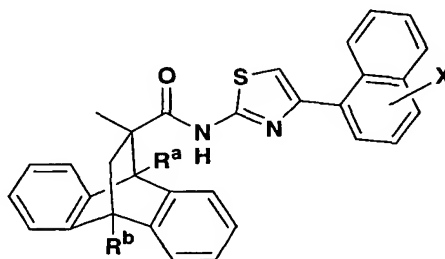


15

where X_a is phenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2,5-dimethoxyphenyl, 3,5-dimethoxyphenyl, 3-pyridyl, 2-(4-pyridyl)ethyl, 2-(4-imidazolyl)ethyl, 3-chloro-4-methoxyphenyl, 3-hydroxy-4-methoxyphenyl, 3-fluoro-4-methoxyphenyl, 3,4,5-20 trimethoxyphenyl, 3,4-dimethoxyphenyl, 4-methyl-3-methoxyphenyl, 3-

methoxyphenyl, 3,5-dimethoxyphenyl, 2,3-dimethoxyphenyl, 4-chlorophenyl, 2-naphthyl, 3-chlorophenyl, 3,4-dichlorophenyl, 4-azidophenyl, 2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3-(methylthio)phenyl, 4-(methylthio)phenyl, 3-(acetylenyl)phenyl, 4-methoxy-3-pyridyl, 3-cyanophenyl, 2-methyl-4-methoxyphenyl, 3-azidophenyl, 3-methyl-isothiazolyl, 1-methyl-pyrazol-5-yl, 5-trifluoromethyl-1,3,4-thiadiazol-2-yl

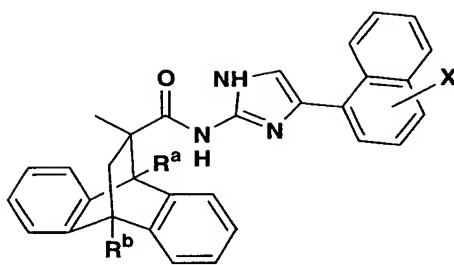
or F.



	<u>R^a</u>	<u>R^b</u>	<u>X</u>
10	CH ₃ OOC -	H	H
	Nitro	H	H
	Cyano	H	H
	CH ₃ OOC -	H	Methyl
	Nitro	H	Methyl
15	Cyano	H	Methyl
	H	CH ₃ OOC -	H
	H	Nitro	H
	H	Cyano	H
	H	formyl	H
20	H	CO-(N-morpholine)	H
	H	- CH ₂ -NH-Ethyl	H
	H	- CH ₂ -(N-morpholine)	H
	H	Nitro	Methyl
	H	Cyano	Methyl
25	H	NH ₂	Methyl
	H	Nitro	F
	H	Cyano	F

	H	Cl	H
	H	Cl	F
	H	Cl	Methyl
	H	Br	F
5	H	Br	Methyl
	H	CH ₃	H
	H	CH ₃	F
	H	CH ₃	Methyl

or G.

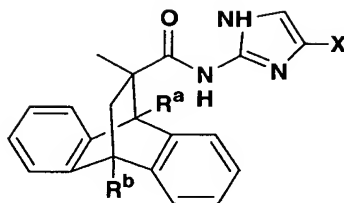


10

	<u>R^a</u>	<u>R^b</u>	<u>X</u>
	CH ₃ OOC -	H	H
	Nitro	H	H
15	Cyano	H	H
	CH ₃ OOC -	H	Methyl
	Nitro	H	Methyl
	Cyano	H	Methyl
	H	CH ₃ OOC -	H
20	H	Nitro	H
	H	Cyano	H
	H	formyl	H
	H	CO-(N-morpholine)	H
	H	- CH ₂ -NH-Ethyl	H
25	H	- CH ₂ -(N-morpholine)	H
	H	Nitro	Methyl
	H	Cyano	Methyl

	H	NH ₂	Methyl
	H	Nitro	F
	H	Cyano	F
	H	Cl	H
5	H	Cl	F
	H	Cl	Methyl
	H	Br	F
	H	Br	Methyl
	H	CH ₃	H
10	H	CH ₃	F
	H	CH ₃	Methyl

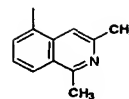
or H.



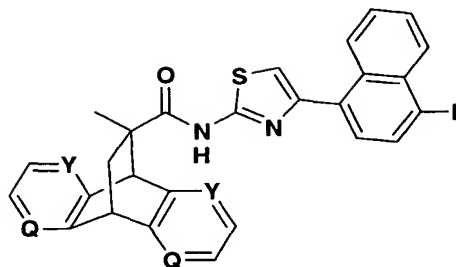
15	<u>R^a</u>	<u>R^b</u>	<u>X</u>
	H	H	
	H	nitro	
	H	H	
	H	nitro	
20	H	H	
	H	nitro	
	H	H	

H

nitro



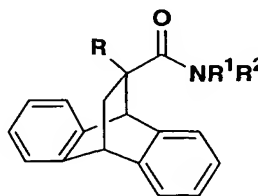
or I.



Q=N, Y=CH or Q=CH, Y=N

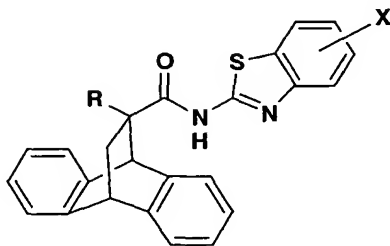
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9. A compound having the structure



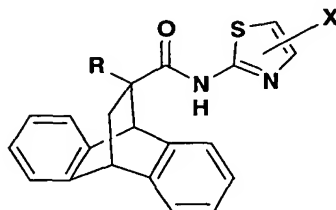
- 10 where R is CH₃, C₂H₅ or 2-hydroxyethyl, and one of R¹ and R² is H and the other of R¹ and R² is benzothiazol-2-yl, alkylbenzothiazol-2-yl, alkoxybenzothiazol-2-yl, halobenzothiazol-2-yl, thiazol-2-yl, 4-(1-naphthyl)thiazol-2-yl, 2-quinolin-1-yl, or a thiazole which is optionally substituted with heteroarylthio, heteroaryl, dialkyl, alkyl, aryl, where the aryl may be optionally substituted with halo, alkyl, nitro, hydroxy,
- 15 alkoxy, dialkoxy, carboxy, alkylaminocarbonyl, arylaminocarbonyl, hydroxyalkylaminocarbonyl, cycloheteroalkylcarbonyl, alkoxyalkylaminocarbonyl or heteroarylaminocarbonyl; with the proviso that where one of R¹ and R² is thiazol-2-yl, then R is C₂H₅ or 2-hydroxyethyl.

10. The compound as defined in Claim 9 having the structure



5 where X is H, 6-CH₃, 4-CH₃O, 6-Cl or 6-F;

or



10

where X is 4,5-dimethyl, 5-chloro, 4-methyl, 5-methyl, 4-phenyl, 4-(1-naphthyl), 4-(2-naphthyl), 4-(4-fluoronaphth-1-yl), 4-(4-methylnaphth-1-yl), 4-(3-nitrophenyl), 4-(6-hydroxynaphth-1-yl), 4-[(1,2,4-triazol-5-yl)thio]methyl, 4-benzoic acid, 4-(4-bromonaphth-1-yl), 4-(N-ethyl)benzamide, 4-(N-2-methoxyphenyl)benzamide, 4-(N-methyl-N-2-hydroxyethyl)benzamide, 4-(N-(pyrrolidinyl)benzamide, 4-(N-morpholinyl)benzamide, 4-(N-phenyl-N-methyl)benzamide, 3-(N-ethyl)benzamide, 3-(N-2-methoxyphenyl)benzamide, 3-(N-2-methoxyethyl)benzamide, 3-(N-methyl-N-2-hydroxyethyl)benzamide, 3-(N-methyl-N-phenyl)benzamide, 3-(N-4-acetylpiperazinyl)benzamide, 3-(N-3-methoxypropyl)benzamide, 2-(6-carboxy)pyridine, 3-(N-3-hydroxy-4-methoxyphenyl)benzamide, 3-(N-3-fluoro-4-methoxyphenyl)benzamide, 3-(N-2,3-dimethoxyphenyl)benzamide, 3-(N-3-dimethoxyphenyl)benzamide, 3-(N-5-trifluormethyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-methyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-chlorobenzoxazol-2-yl)benzamide, 3-(N-3-

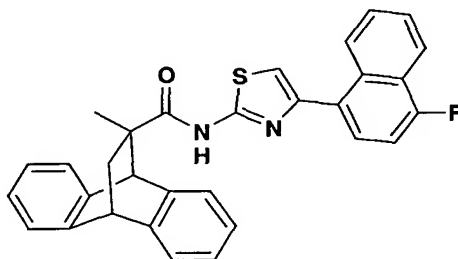
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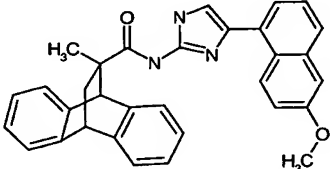
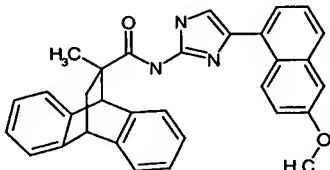
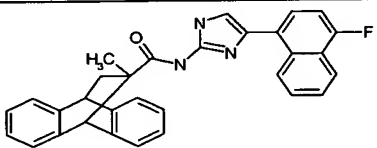
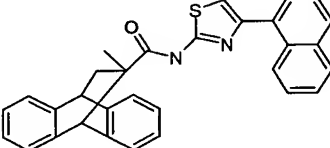
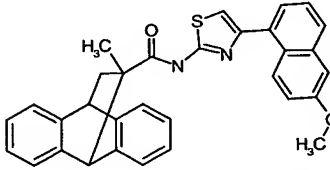
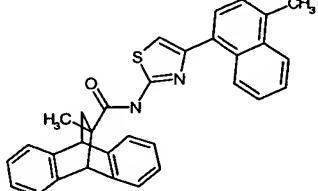
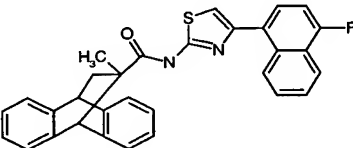
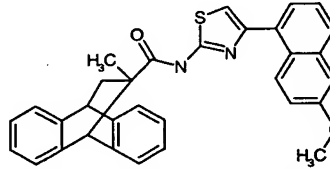
benzonitrile)benzamide, 3-(N-4-methoxypyrid-3-yl)benzamide, 5-(1,4-benzodioxane), 4-(1,3-benzodioxole).

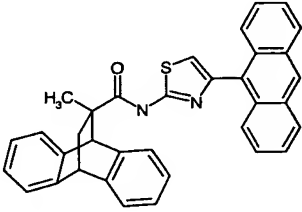
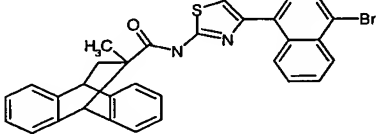
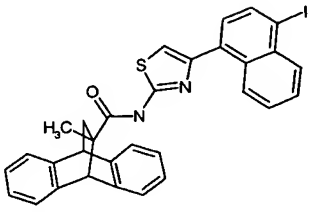
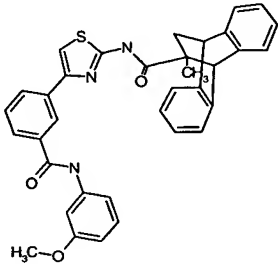
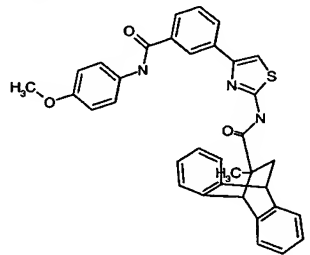
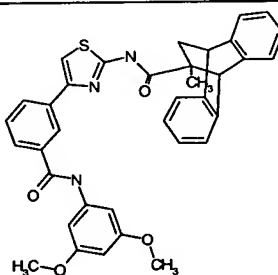
11. The compound as defined in Claim 1 having the structure:

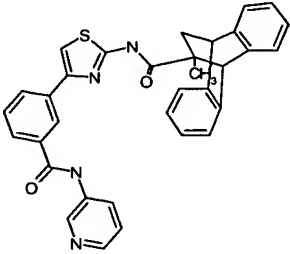
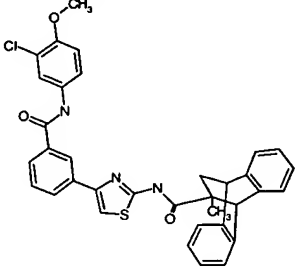
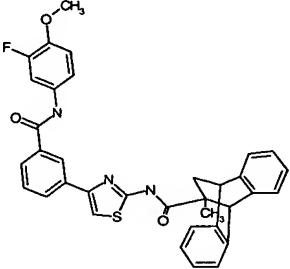
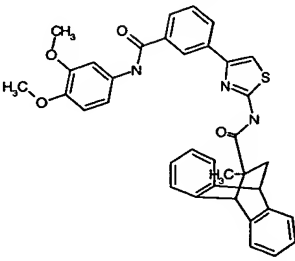
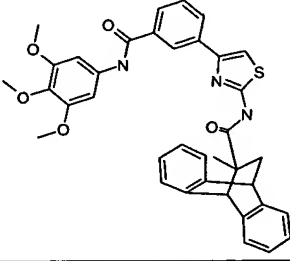
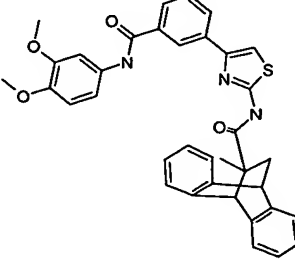
5

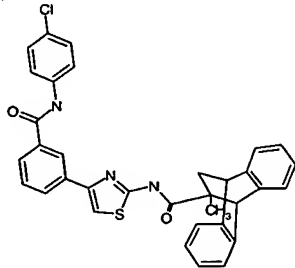
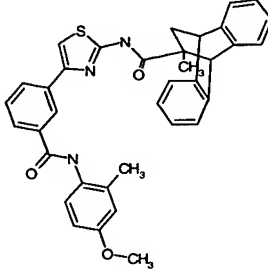
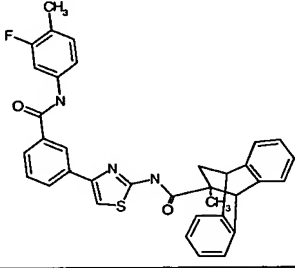
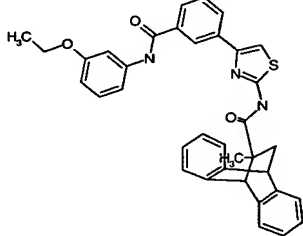
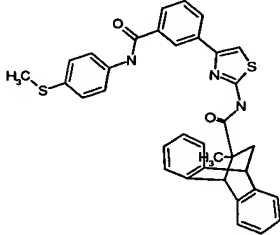
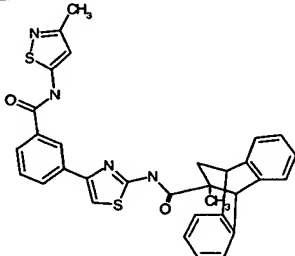


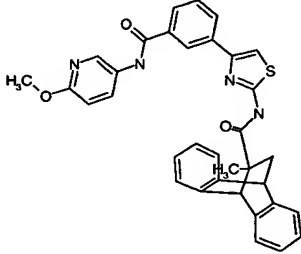
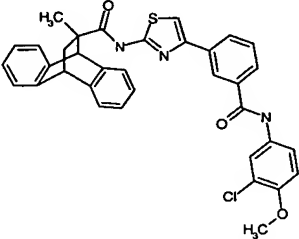
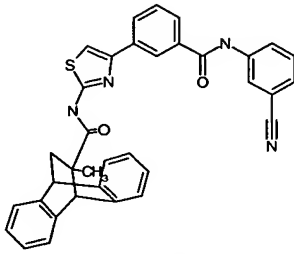
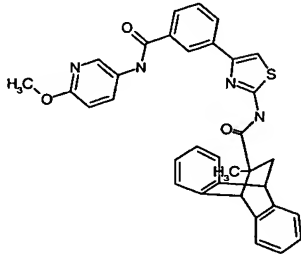
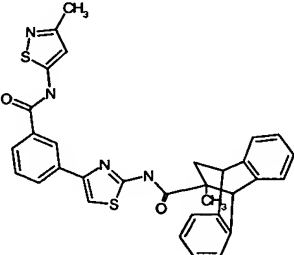
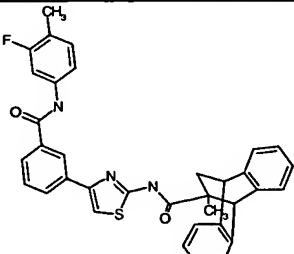
Chiral (S)	
Chiral (S)	

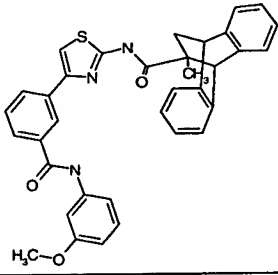
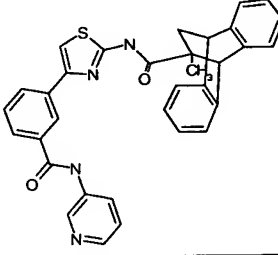
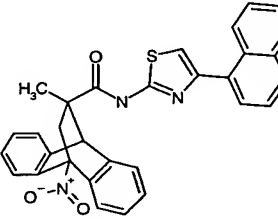
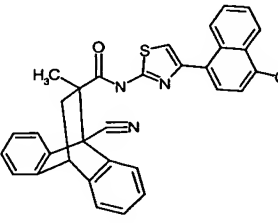
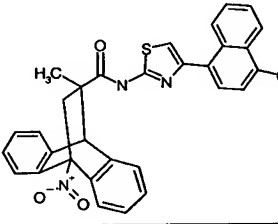
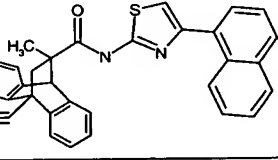
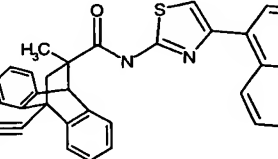
	
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Chiral (S)	
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Chiral (S)	

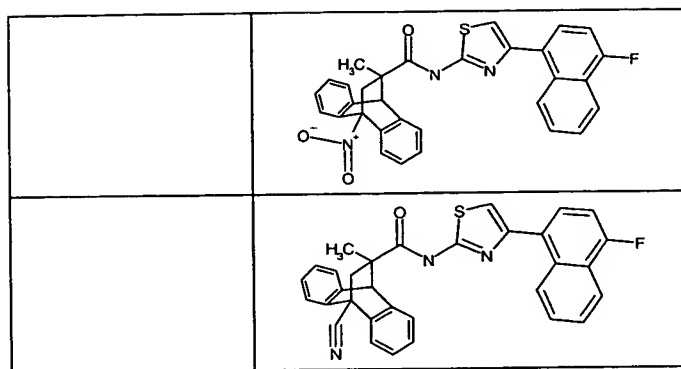
Chiral (S)	
Chiral (S)	
	
	
	
	

	
	
	
	
Chiral (S)	
Chiral (S)	

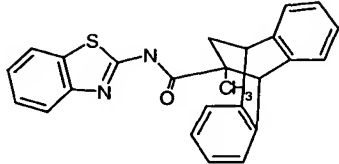
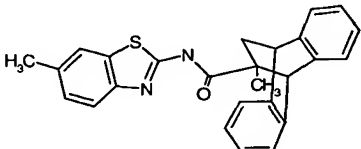
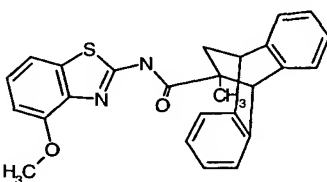
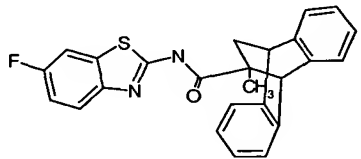
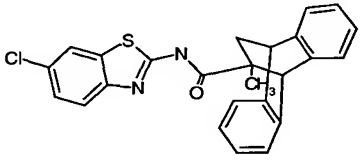
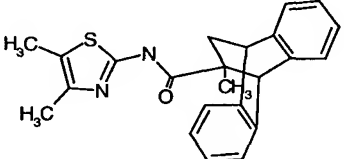
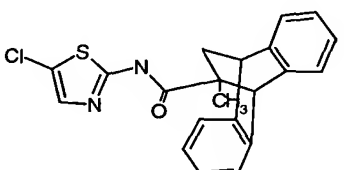
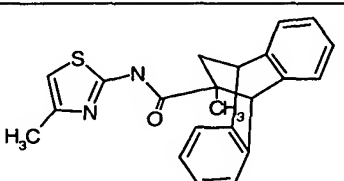
	
	
	
	
	
	

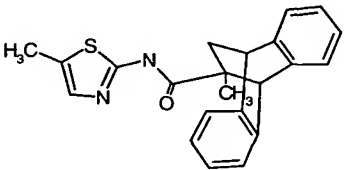
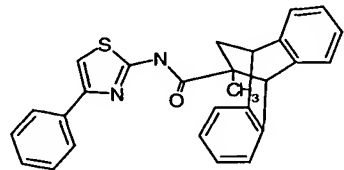
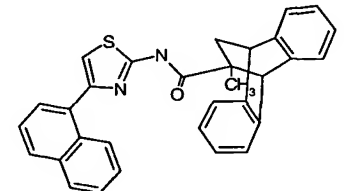
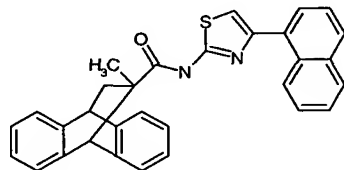
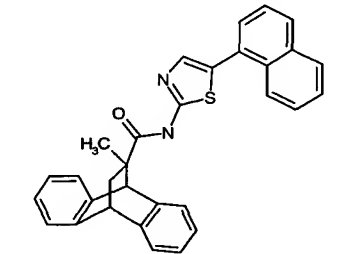
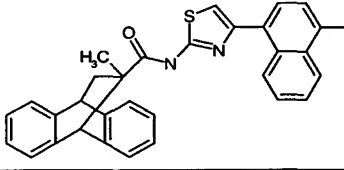
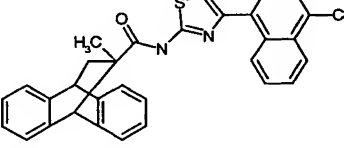
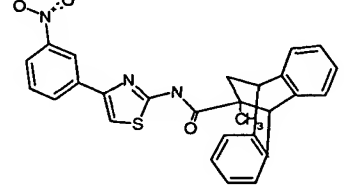
	 <chem>COc1ccc(NC(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O)cc1</chem>
Chiral (R)	 <chem>COc1cc(Cl)ccc1NC(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O</chem>
Chiral (R)	 <chem>N#Cc1ccc(NC(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O)cc1</chem>
Chiral (R)	 <chem>COc1ccc(NC(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O)cc1</chem>
Chiral (R)	 <chem>Cc1cc(s1)N(C(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O)cc1</chem>
Chiral (R)	 <chem>Fc1ccc(NC(=O)c2ccc(cc2)c3nc(s3)N(C(=O)c4c5c6ccccc6C7C8C9C7C(C8)C9C5)C4=O)cc1</chem>

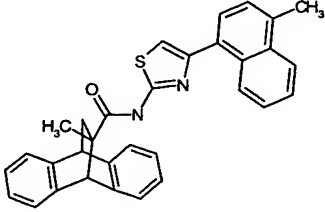
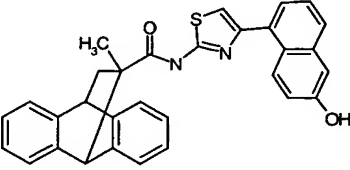
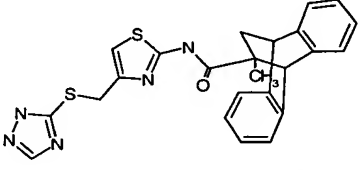
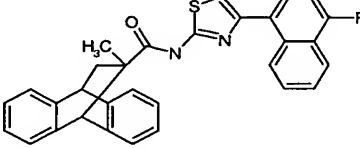
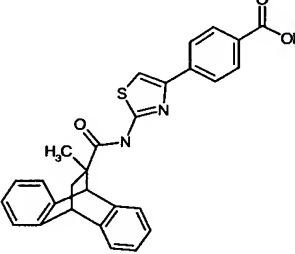
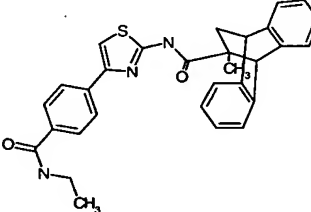
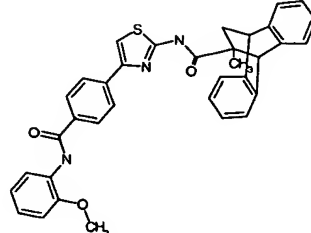
Chiral (R)	
Chiral (R)	
	
	
	
	
	

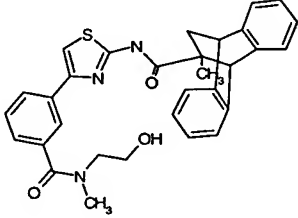
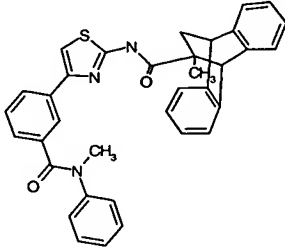
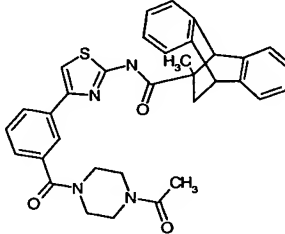
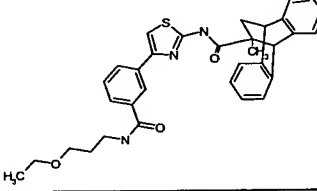
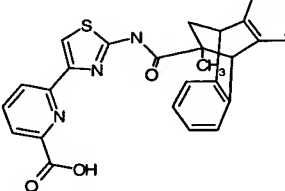
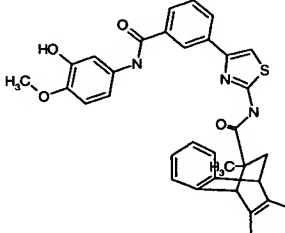


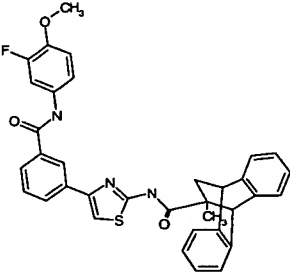
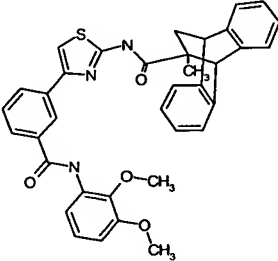
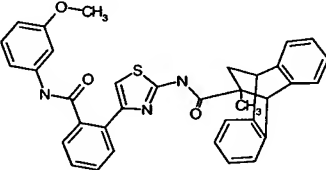
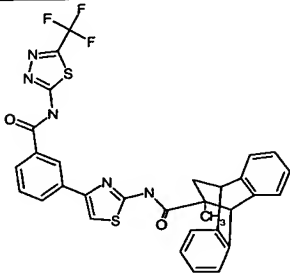
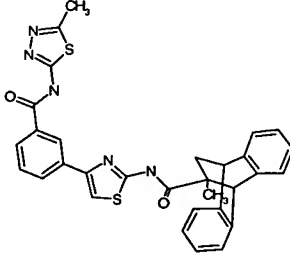
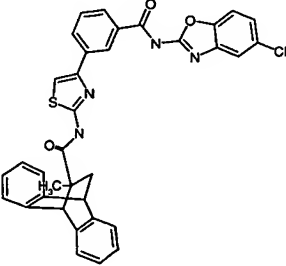
12. The compound as defined in Claim 1 having the structure:

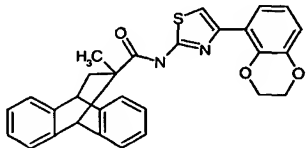
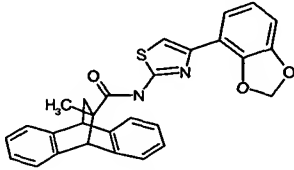
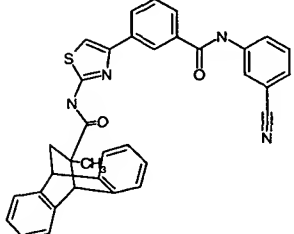
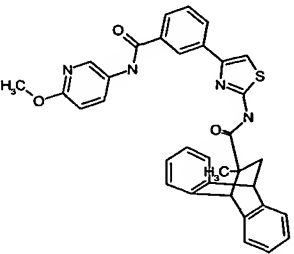
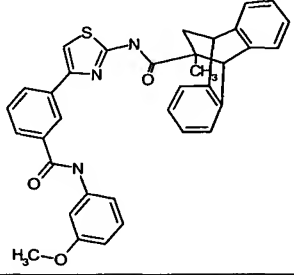
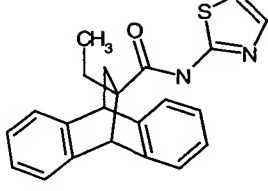
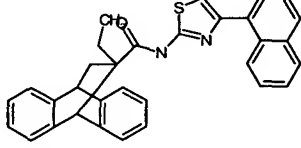
	 <chem>O=C1C2(CCC1c3ccccc3)C4C(C2)C5=CC=CC=C5C4N1c2ccccc2S1</chem>
	 <chem>CC1=CC=C(C=C1)c2nc3ccccc3s2N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1</chem>
	 <chem>COC1=CC=C(C=C1)c2nc3ccccc3s2N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1</chem>
	 <chem>Fc1ccc(S(=O)(=O)N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1)cc1</chem>
	 <chem>Clc1ccc(S(=O)(=O)N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1)cc1</chem>
	 <chem>Cc1nc(C)snc1N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1</chem>
	 <chem>Clc1ccnsc1N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1</chem>
	 <chem>Cc1ccnsc1N1C(=O)C2C3C4C(C2)C5=CC=CC=C5C4N1</chem>

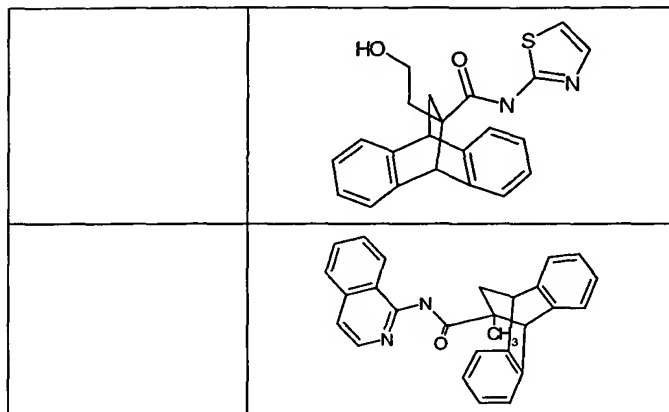
	 <chem>Cc1cc(C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6)nn1</chem>
	 <chem>c1ccc(cc1)C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6</chem>
	 <chem>c1ccc2cc(C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6)ccc21</chem>
Chiral (R)	 <chem>c1ccc2cc(C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6)ccc21</chem>
	 <chem>c1ccc2cc(C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6)ccc21</chem>
	 <chem>Fc1ccc(cc1)C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6</chem>
	 <chem>Cc1ccc(cc1)C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6</chem>
	 <chem>[O-][N+](=O)c1ccc(cc1)C23C4C(C1)C(C3)C5C4C(C2)C6C5C(C3)C(C4)C6</chem>

Chiral (R)	
	
	
Chiral (R)	
	
	
	

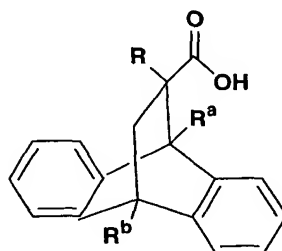
	
	
	
	
	
	

	
	
Chiral (R)	
Chiral (R)	
Chiral (R)	
	
	



13. A compound having the structure:



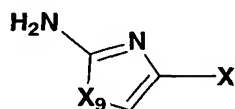
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or an alkyl ester thereof,

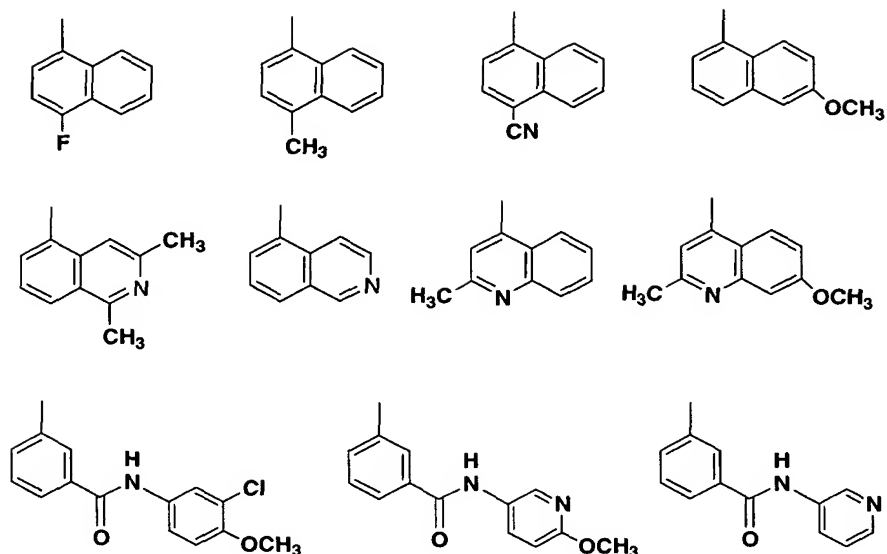
where R is CH₃, C₂H₅; R^a is nitro, cyano, Cl, Br, CH₃, -COOCH₃, formyl and R^b is H; R^b is nitro, cyano, Cl, Br, CH₃, -COOCH₃, formyl and R^a is H;

or a compound having the structure:

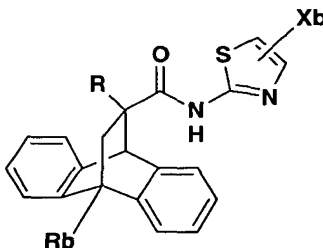
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where X₉ is S or NH; X is:



14. The compound as defined in Claim 1 having the structure

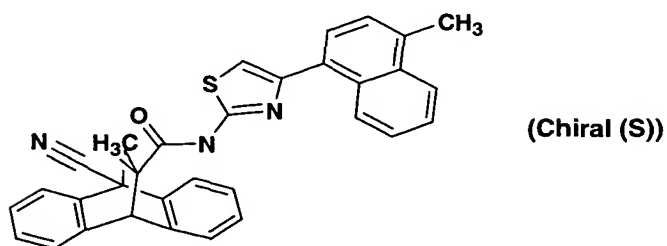
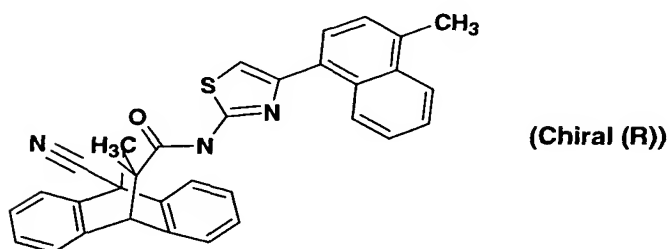
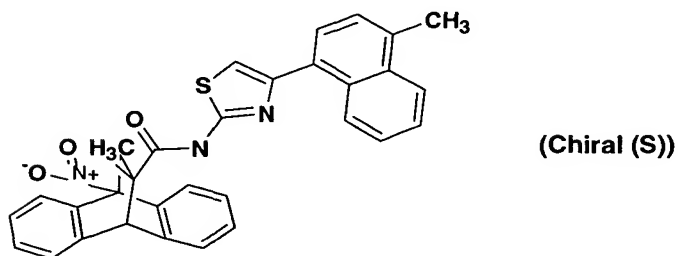
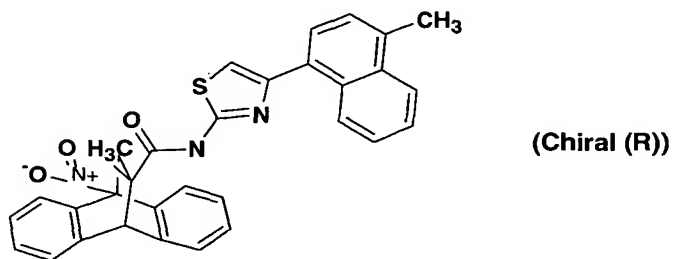
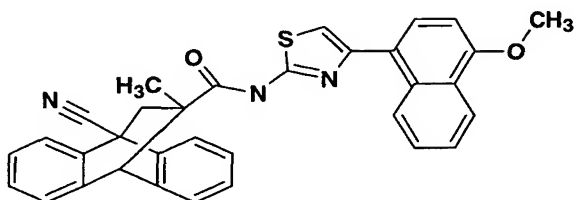


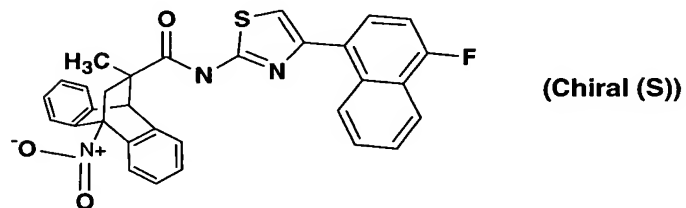
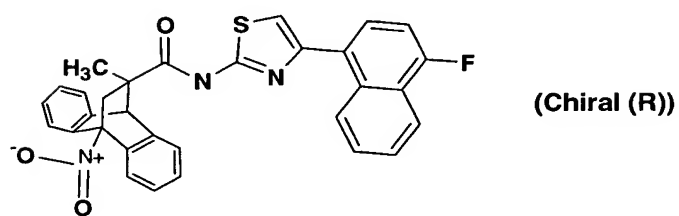
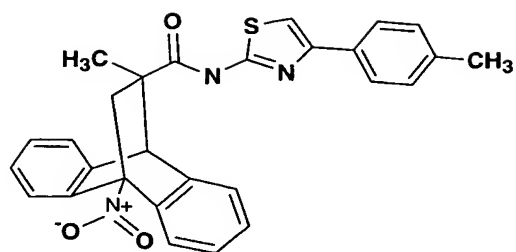
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where R is CH₃, C₂H₅ or 2-hydroxyethyl, and R_b is H, CN, NO₂, halogen, alkyl or amino;

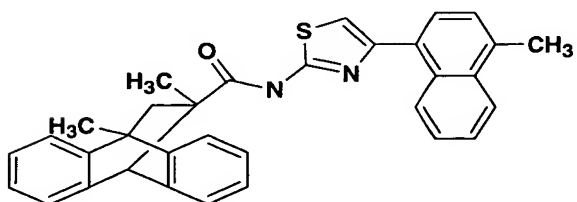
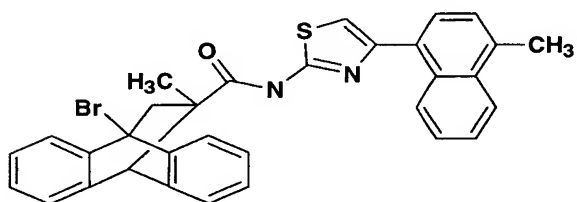
X_b is H, arylalkoxycarbonyl, arylalkylaminocarbonyl,
 10 alkoxyalkylaminocarbonyl, heteroarylcarbonyl, aryl, alkoxyalkylamidocarbonyl,
 arylaminocarbonyl, heteroarylaminocarbonyl, arylaminocarbonylaryl or heteroaryl;
 provided that where X_b is H, then R is C₂H₅ or 2-hydroxymethyl or R_b is CN
 or NO₂.

15. The compound as defined in Claim 14 having the structure

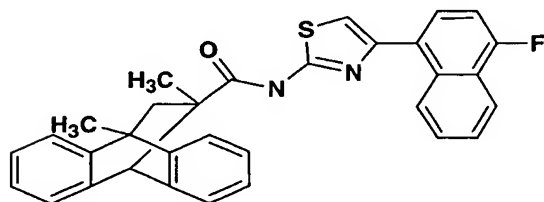


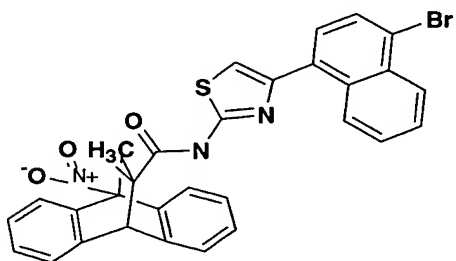
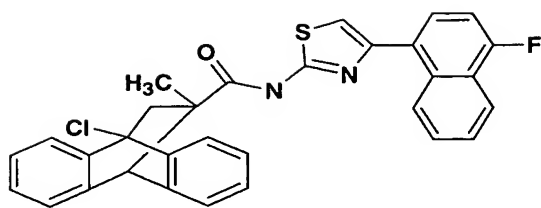


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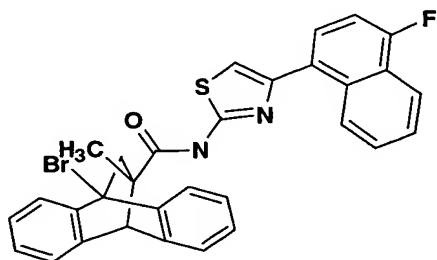
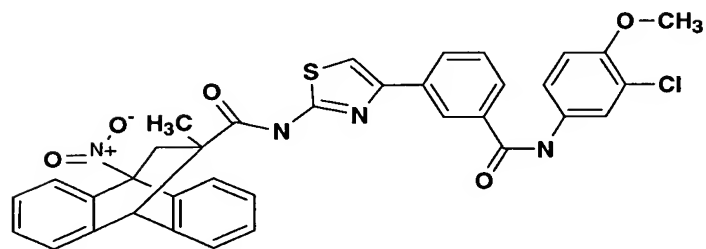
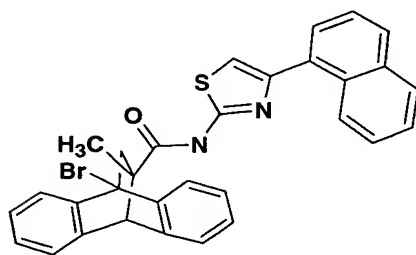


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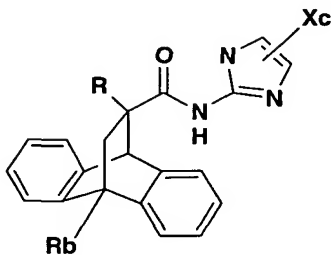


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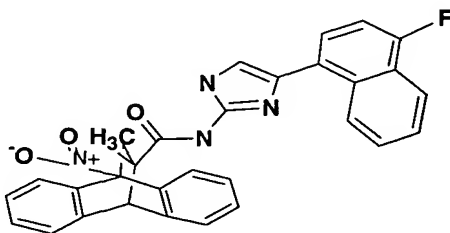
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16. The compound as defined in Claim 1 having the structure

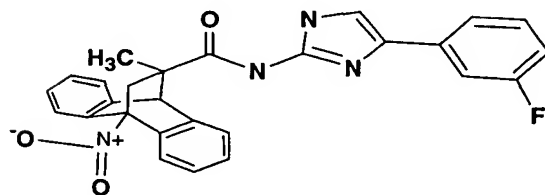
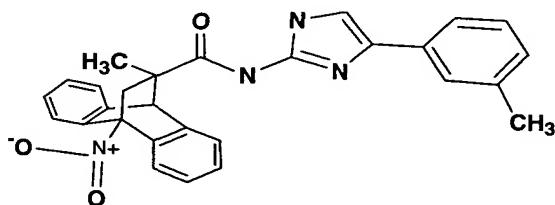


5 where R is CH₃, C₂H₅ or 2-hydroxyethyl, Rb is H, CN, NO₂, halogen, alkyl or amino; and Xc is aryl, quinolinylnyl or isoquinolinylnyl.

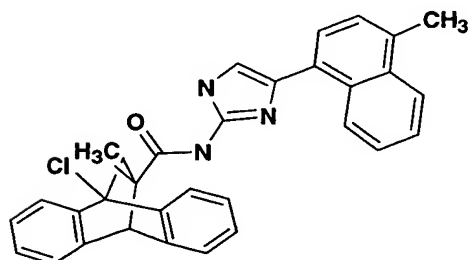
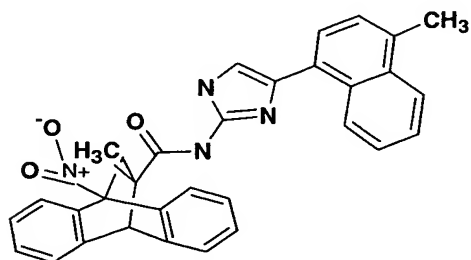
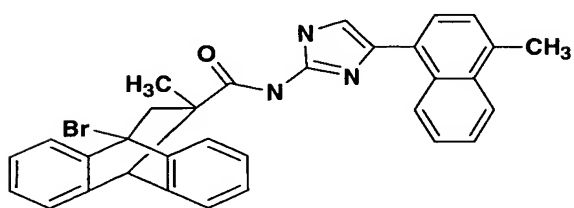
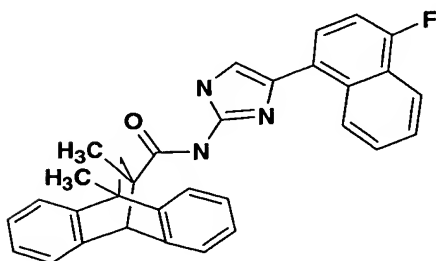
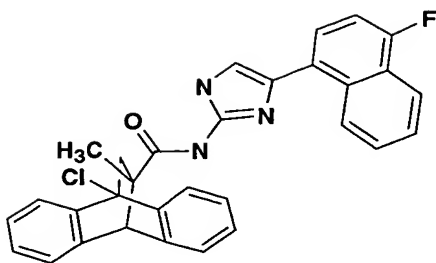
17. The compound as defined in Claim 16 having the structure



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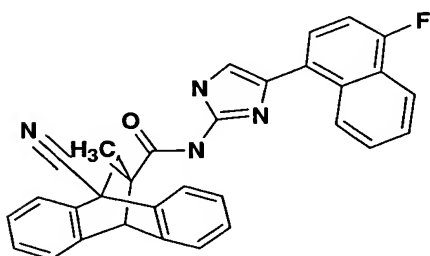
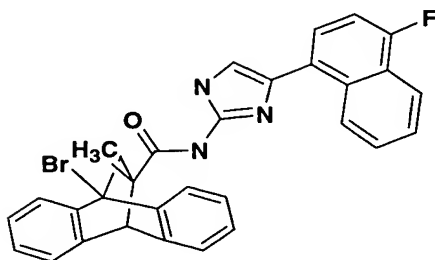
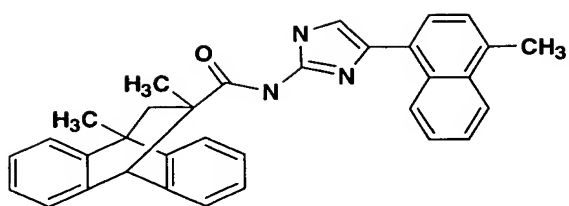


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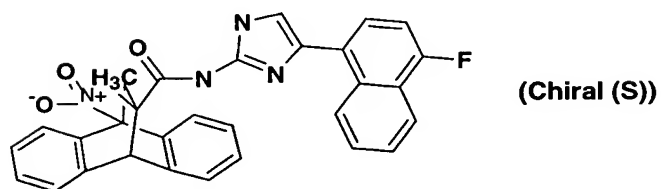
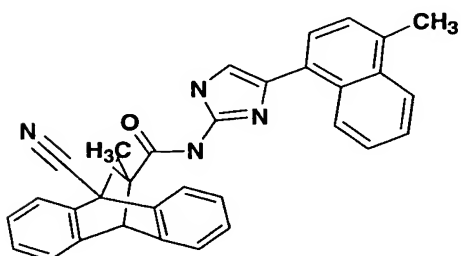


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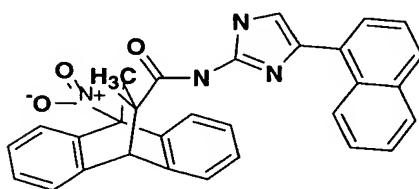
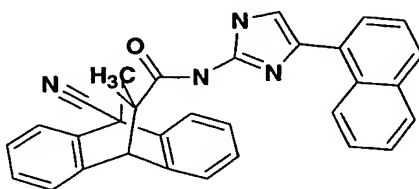
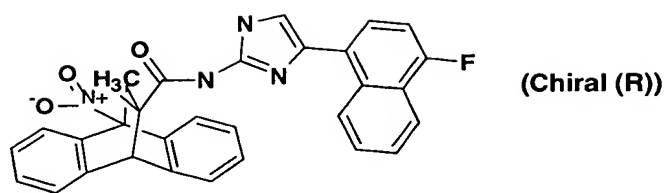
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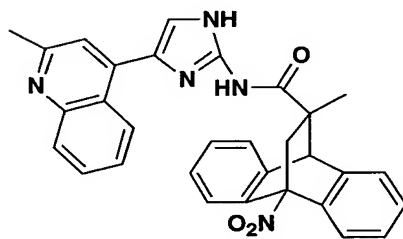
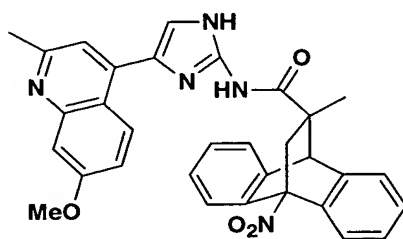
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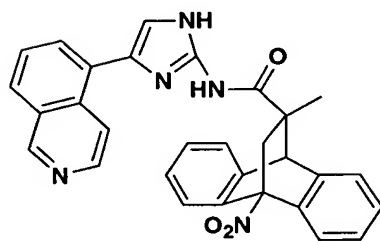
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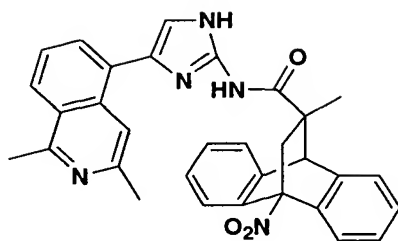


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18. A method for preventing, inhibiting onset of or treating a GR-associated
 5 disease which is associated with the expression product of a gene whose transcription
 is stimulated or repressed by glucocorticoid receptors, or a method for preventing
 inhibiting onset of or treating a disease associated with AP-1 induced transcription, or
 a method for preventing, inhibiting onset of or treating a disease associated with AP-1
 dependent gene expression, that is a disease associated with the expression of a gene
 10 under the regulatory control of AP-1, which comprises administering to a patient in
 need of treatment a therapeutically effective amount of a compound as defined in
 Claim 1.

19. The method as defined in Claim 18 wherein the GR-associated disease is
 15 an inflammatory or immune associated disease or disorder which is an endocrine
 disorder, rheumatic disorder, collagen disease, dermatologic disease, allergic disease,
 ophthalmic disease, respiratory disease, hematologic disease, gastrointestinal disease,
 inflammatory disease, autoimmune disease, neoplastic disease and metabolic disease.

20. The method as defined in Claim 19 wherein the inflammatory or immune
 associated disease or disorder is transplant rejection of kidney, liver, heart, lung,
 pancreas, bone marrow, cornea, small bowel, skin allografts, skin homografts, heart
 valve xenograft, serum sickness, and graft vs. host disease, rheumatoid arthritis,
 psoriatic arthritis, multiple sclerosis, Type I and Type II diabetes, juvenile diabetes,
 25 obesity, asthma, inflammatory bowel disease, Crohn's disease, ulcerative colitis,
 pyoderma gangrenum, systemic lupus erythematosus, myasthenia gravis, psoriasis,
 dermatitis, dermatomyositis; eczema, seborrhoea, pulmonary inflammation, eye
 uveitis, hepatitis, Grave's disease, Hashimoto's thyroiditis, autoimmune thyroiditis,

Behcet's or Sjorgen's syndrome, pernicious or immunohaemolytic anaemia, atherosclerosis, Addison's disease, idiopathic adrenal insufficiency, autoimmune polyglandular disease, glomerulonephritis, scleroderma, morphea, lichen planus, viteligo, alopecia areata, autoimmune alopecia, autoimmune hypopituitarism,

5 Guillain-Barre syndrome, and alveolitis; contact hypersensitivity, delayed-type hypersensitivity, contact dermatitis, urticaria, skin allergies, respiratory allergies, hayfever, allergic rhinitis and gluten-sensitive enteropathy, osteoarthritis, acute pancreatitis, chronic pancreatitis, acute respiratory distress syndrome, Sezary's syndrome, restenosis, stenosis and arteriosclerosis, congenital adrenal hyperplasia,

10 nonsuppurative thyroiditis, hypercalcemia associated with cancer, juvenile rheumatoid arthritis, Ankylosing spondylitis, acute and subacute bursitis, acute nonspecific tenosynovitis, acute gouty arthritis, post-traumatic osteoarthritis, synovitis of osteoarthritis, epicondylitis, acute rheumatic carditis, pemphigus, bullous dermatitis herpetiformis, severe erythema multiforme, exfoliative dermatitis, psoriasis,

15 seborrheic dermatitis, seasonal or perennial allergic rhinitis, bronchial asthma, contact dermatitis, atopic dermatitis, drug hypersensitivity reactions, allergic conjunctivitis, keratitis, herpes zoster ophthalmicus, iritis and iridocyclitis, chorioretinitis, optic neuritis, symptomatic sarcoidosis, fulminating or disseminated pulmonary tuberculosis chemotherapy, idiopathic thrombocytopenic purpura in adults, secondary

20 thrombocytopenia in adults, acquired (autoimmune) hemolytic anemia, leukemias and lymphomas in adults, acute leukemia of childhood, ulcerative colitis, regional enteritis, Crohn's disease, Sjogren's syndrome, autoimmune vasculitis, multiple sclerosis, myasthenia gravis, sepsis, and chronic obstructive pulmonary disease.

25 21. A pharmaceutical composition comprising a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

 22. A pharmaceutical combination comprising a compound as defined in Claim 1 and an immunosuppressant, an anticancer agent, an anti-viral agent, an anti-

30 inflammatory agent, an anti-fungal agent, an anti-biotic, an anti-vascular hyperproliferation agent, an anti-depressant agent, a lipid-lowering agent, a lipid modulating agent, an antidiabetic agent, an anti-obesity agent, an antihypertensive

agent, a platelet aggregation inhibitor, and/or an antiosteoporosis agent, wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR γ agonist, a PPAR α/γ dual agonist, an SGLT2 inhibitor, a DP4 inhibitor, an aP2 inhibitor, an insulin sensitizer, a glucagon-like peptide-1 (GLP-1),
 5 insulin and/or a meglitinide, wherein the anti-obesity agent is a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor agonist, an aP2 inhibitor and/or an anorectic agent, wherein the lipid lowering agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a
 10 lipoxigenase inhibitor, or an ACAT inhibitor, wherein the antihypertensive agent is an ACE inhibitor, angiotensin II receptor antagonist, NEP/ACE inhibitor, calcium channel blocker and/or β -adrenergic blocker.

23. The combination as defined in Claim 22 wherein the antidiabetic agent is
 15 1, 2, 3 or more of metformin, glyburide, glimepiride, glipiride, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, troglitazone, rosiglitazone, insulin, GI-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, AR-HO39242, GW-409544, KRP297, AC2993, LY315902, P32/98 and/or NVP-DPP-728A, wherein the
 20 anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, and/or mazindol, wherein the lipid lowering agent is pravastatin, lovastatin, simvastatin, atorvastatin, cerivastatin, fluvastatin, itavastatin, visastatin, fenofibrate, gemfibrozil, clofibrate, avasimibe, TS-962, MD-700, cholestagel, niacin and/or LY295427,
 25 wherein the antihypertensive agent is an ACE inhibitor which is captopril, fosinopril, enalapril, lisinopril, quinapril, benazepril, fentiapril, ramipril or moexipril; an NEP/ACE inhibitor which is omapatrilat, [S(R*,R*)]-hexahydro-6-[(2-mercapto-1-oxo-3-phenylpropyl)amino]-2,2-dimethyl-7-oxo-1H-azepine-1-acetic acid (gemopatrilat) or CGS 30440;
 30 an angiotensin II receptor antagonist which is irbesartan, losartan or valsartan;

amlodipine besylate, prazosin HCl, verapamil, nifedipine, nadolol, propranolol, carvedilol, or clonidine HCl, wherein the platelet aggregation inhibitor is aspirin, clopidogrel, ticlopidine, dipyridamole or ifetroban;

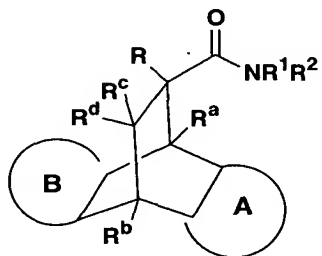
the immunosuppressant is a cyclosporin, mycophenolate, interferon-beta,
5 deoxyspergolin, FK-506 or Ant.-IL-2;

the anti-cancer agent is azathioprine, 5-fluorouracil, cyclophosphamide, cisplatin, methotrexate, thiotepa, or carboplatin;

the anti-viral agent is abacavir, aciclovir, ganciclovir, zidancin, or vidarabine;

the antiinflammatory drug is ibuprofen, celecoxib, rofecoxib, aspirin,
10 naproxen, ketoprofen, diclofenac sodium, indomethacin, piroxicam, prednisone, dexamethasone, hydrocortisone, or triamcinolone diacetate.

24. A method for preparing a compound having the structure:



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including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy,
20 heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarboyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl,
25 hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j,
 5 CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl,
 10 cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which
 20 can be N, O or S;

Rⁱ and R^j are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and Rⁱ and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which
 25 can be N, O or S;

R^k and R^l are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered
 30

heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

- R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;


- R^1 and R^2 are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

- the A ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring which is a fused phenyl or pyridyl; and


the B ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring which is fused phenyl or pyridyl;

With the following provisos:

- provided that where (a) R is CH_3 or H and R^a , R^b , R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is alkyl, then
- (1) at least one of R^1 and R^2 is heteroaryl, heteroarylalkyl, cycloheteroalkyl

or cycloheteroalkylalkyl, but where the heteroaryl is unsubstituted  or

unsubstituted  or the heteroarylalkyl is unsubstituted $-CH_2-$  or

unsubstituted $-CH_2-CH_2-$ , then the other of R^1 and R^2 is other than hydrogen,

- and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom; or

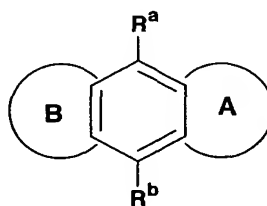
(2) where one of R^1 and R^2 is phenyl which is substituted with alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more

halo atoms, and/or two or more hydroxy groups and/or (b) the other of R^1 and R^2 is other than hydrogen and/or (c) the A ring includes a hetero atom and/or the B ring includes a hetero atom;

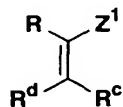
(3) where one of R^1 and R^2 is phenyl substituted with C_1 - C_2 alkoxy, the phenyl cannot be substituted with a second C_1 - C_2 alkoxy or the other of R^1 and R^2 is other than hydrogen; or

(4) where at least one of R^1 and R^2 is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is other than hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen and/or (c) R is other than hydrogen or C_1 - C_2 alkyl and/or (d) the A ring includes a hetero atom and/or the B ring includes a hetero atom;

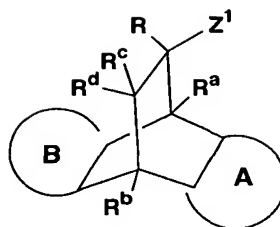
which comprises treating a compound of the structure



with an unsaturated compound of the structure



to form the intermediate



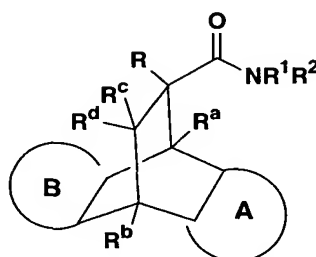
where Z^1 is CO_2H or CO_2 alkyl,

reacting the above intermediate with an amine of the structure

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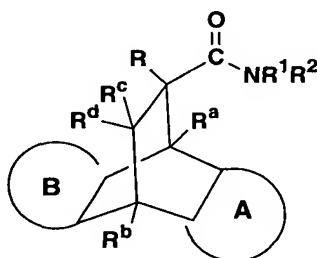


to form a compound of the structure



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25. A method for preparing an amide having the structure:



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including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

5 R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino-carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NHR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

10 R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino-carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ,
15 NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken
20 together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken
25 together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

30 Rⁱ and R^j are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl,

cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

- 5 R^k and R^l are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered
10 heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

- 15 R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

- R^1 and R^2 are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring which is a fused phenyl or pyridyl; and

- 25 the B ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring which is fused phenyl or pyridyl;

with the following provisos:



provided that where (a) R is CH_3 or H and R^a , R^b , R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is alkyl, then


- 30 (1) at least one of R^1 and R^2 is heteroaryl, heteroarylalkyl, cycloheteroalkyl

or cycloheteroalkylalkyl, but where the heteroaryl is unsubstituted



or

unsubstituted  or the heteroarylalkyl is unsubstituted $-\text{CH}_2-$  or

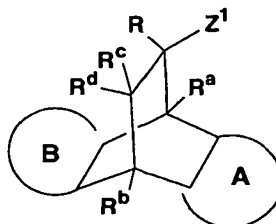
unsubstituted $-\text{CH}_2-\text{CH}_2-$ , then the other of R^1 and R^2 is other than hydrogen, and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom; or

- (2) where one of R^1 and R^2 is phenyl which is substituted with alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of R^1 and R^2 is other than hydrogen and/or (c) the A ring includes a hetero atom and/or the B ring includes a hetero atom;

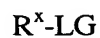
(3) where one of R^1 and R^2 is phenyl substituted with C_1 - C_2 alkoxy, the phenyl cannot be substituted with a second C_1 - C_2 alkoxy or the other of R^1 and R^2 is other than hydrogen; or

- (4) where at least one of R^1 and R^2 is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is other than hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen and/or (c) R is other than hydrogen or C_1 - C_2 alkyl and/or (d) the A ring includes a hetero atom and/or the B ring includes a hetero atom;

which comprises treating a compound of the structure

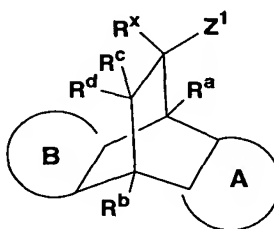


where R is H, with a base and a compound of the structure



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where R^x is R other than H and LG is a leaving group to form the compound of the structure



(R^x is an R group other than H)

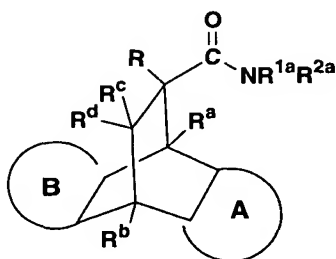
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and treating the above compound with an amine of the structure



15 to form the corresponding amide.

26. A method for preparing an amide compound having the structure:



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including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl,
 5 cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NHR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

10 R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminoalkyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ,
 15 NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken
 20 together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl,
 25 dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

30 Rⁱ and R^j are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl,

cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

- 5 R^k and R^l are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered
- 10 heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

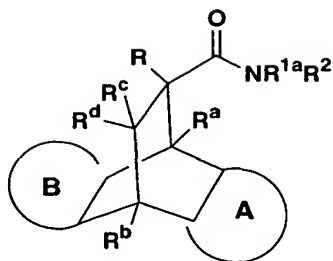
R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

- 15 R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

- R^{1a} and R^{2a} are the same or different and are independently selected from alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl,
- 20 heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring; and

- 25 the B ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring;
- which comprises treating a compound



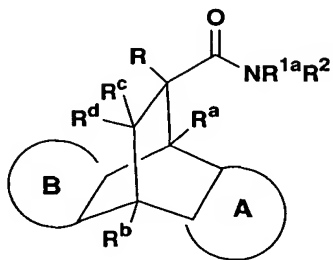
where R² is H and R^{1a} is R¹ other than H;

with an amine of the structure

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treating a compound of the structure

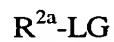


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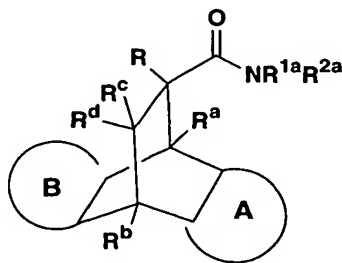
where R² is H, and R^{1a} is R¹ other than H,

with a base and a compound of the structure

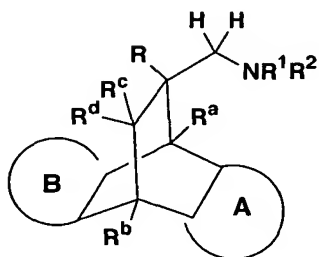
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where LG is a leaving group, to form the compound of the structure



27. A method for preparing an amine compound having the structure:



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including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NHR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered

heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

R^1 and R^2 are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl,

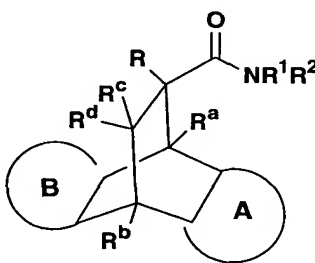
dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents a saturated, partially saturated or unsaturated 6-membered carbocyclic or heterocyclic ring; and

5 the B ring represents a saturated, partially saturated or unsaturated 6-membered carbocyclic or heterocyclic ring;

provided that where least one of R^1 and R^2 is hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, heteroaryl which is
 10 pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolyl, or cycloheteroalkyl which is 4,5-dihydro-imidazol-2-yl, piperidinyl or piperazinyl, then (a) the other of R^1 and R^2 is other than hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, or hydroxyalkyl, and/or (b) at least one of R^a , R^b , R^c and/or R^d is other
 15 than hydrogen or C_{1-2} alkyl, and/or (c) R is other than hydrogen or C_1-C_2 alkyl and/or (d) the A ring includes a hetero atom and/or the B ring includes a hetero atom, and/or (e) one of R^c and R^d is other than hydroxyalkyl,

which comprises treating an amide compound of the structure

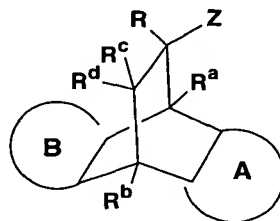


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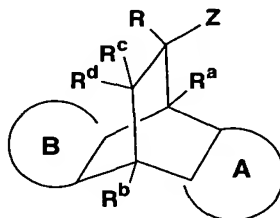
as defined in Claim 1 with a reducing agent to form the corresponding amine compound.

25 28. The method as defined in Claim 27 wherein the reducing agent is lithium aluminum hydride.

29. A method for preparing a compound as defined in Claim 1 where A, B, Z, R, R^a, R^b, R^c or R^d contains a hydroxyaryl group, which comprises providing a compound of the structure



where one or more of A, B, Z, R, R^a, R^b, R^c or R^d contains aryl-Oalkyl, and reacting the above compound with a dealkylating agent to form a phenol of the structure



where the corresponding A, B, Z, R, R^a, R^b, R^c or R^d contains aryl-OH.

30. The method as defined in Claim 29 wherein the dealkylating agent is boron tribromide or sodium methyl sulfide.

31. A method for preparing a compound as defined in Claim 1 wherein R^a or R^b is CH₂OH, CH₂NHR^a, CH₂NR^gR^h, CH₂NHR^k or CH₂NR^kR^l, which comprises providing an aldehyde compound as defined in Claim 1 wherein R^a or R^b is CHO, and subjecting the aldehyde compound to reduction or reductive amination.

32. A method for preparing an amide compound as defined in Claim 1 where R^a or R^b is NHCH₂R^g, NHCHR^gR^h, NHCH₂R^k or NHCHR^kR^l, which comprises providing an amine compound as defined in Claim 1 where R^a or R^b is NH₂, and subjecting the amine compound to reductive amination.

33. A method for preparing an amide compound as defined in Claim 1 where R^a or R^b is $CONR^cR^f$ or $CONR^lR^j$, which comprises providing an acid compound as defined in Claim 1 where R^a or R^b is CO_2H , subjecting the acid to amidation to form
5 the corresponding amide.

34. A method for preparing an amine as defined in Claim 1 where R^a or R^b is NH_2 , which comprises providing a nitro compound as defined in Claim 1 where R^a or R^b is NO_2 and subjecting the nitro compound to reduction to form the corresponding
10 amine compound.